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2                   UNITED STATES BANKRUPTCY COURT  
3                   DISTRICT OF NEVADA

4 In re:

5 THE RHODES COMPANIES, LLC  
6 Tax I.D. No. 20-3613060

Chapter 11

7                   Debtor. \_\_\_\_\_/  
8  
9                   Case No. BK-S-09-14814-LBR

10                  **NOTICE OF CHAPTER 11 BANKRUPTCY CASE, MEETING OF CREDITORS,  
11                  AND DEADLINES**

12                  A chapter 11 bankruptcy case was filed concerning the debtor(s) listed above on March 31, 2009.

13                  You may be a creditor of the debtor. **This notice lists important deadlines.** You may want to consult  
14                  an attorney to protect your rights. All documents filed in this case may be viewed at the bankruptcy  
15                  clerk's office at the address listed on this Notice. The dockets and imaged case documents may also be  
16                  viewed electronically at [www.nvb.uscourts.gov](http://www.nvb.uscourts.gov) or at [https://ecf.nvb.uscourts.gov](http://ecf.nvb.uscourts.gov) under the lead case:  
17                  **The Rhodes Companies, LLC, case number 09-14814.** To register for a PACER login and password,  
18                  call 1-800-676-6856 or go online at <http://pacer.uscourts.gov>.

19                  NOTE: The staff of the bankruptcy clerk's office cannot give legal advice. See additional information  
20                  enclosed on the page of this Notice entitled "Explanations."

21                  **Attorney for Debtor(s) (name and address):**

22                  ZACHARIAH LARSON  
23                  LARSON & STEPHENS  
24                  810 S. CASINO CENTER BLVD., SUITE 104  
25                  LAS VEGAS, NV 89101  
26                  Telephone number: (702) 382-1170

27                  PACHULSKI STANG ZIEHL & JONES LLP  
28                  10100 SANTA MONICA BLVD., 11<sup>th</sup> FLOOR  
29                  LOS ANGELES, CA 90067-4100  
30                  Telephone Number: (310) 277-6910

31                  **Meeting of Creditors**

32                  **DATE:** May 7, 2009  
33                  **TIME:** 3:00 PM

34                  **LOCATION:** Foley Federal Building and U.S. Courthouse  
35                  300 Las Vegas Blvd., South, Room 1500 Las Vegas, NV 89101

36                  **Creditor with a Foreign Address:**

37                  See additional information enclosed on the page of this Notice entitled "Explanations," under the  
38                  paragraph named "Meeting of Creditors."

## **Deadlines to File a Proof of Claim**

For all creditors (except a governmental unit): **90 days after the date first set at the meeting of creditors.**

For a governmental unit: **180 days after the date of the order for relief.**

See additional information on the page of this Notice entitled "Explanations," under the paragraph named "Claims." All claims should be mailed to the Claims Agent listed below. If you wish to receive an acknowledgment of the receipt of your claim, you must provide an extra copy of the claim and a self-addressed stamped envelope.

Mail completed Proof of Claim forms to **Claims Agent for Debtor:**

Heritage Land Company, LLC  
c/o Omni Management Group, LLC  
16161 Ventura Blvd., Suite C  
PMB 477  
Encino, CA 91436  
Telephone Number: (866) 989-6144

**DO NOT FILE PROOF OF CLAIM FORMS WITH THE COURT.**

#### **Creditors May Not Take Certain Actions:**

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request that the court impose a stay. If you attempt to collect a debtor or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

**Address of the Bankruptcy Clerk's Office:**

U.S. Bankruptcy Court  
300 Las Vegas Blvd., South  
Las Vegas, NV 89101  
Telephone Number: (702) 388-6257  
Open: Monday - Friday 9:00 AM - 4:00 PM

## EXPLANATIONS

|  |   |
|--|---|
| Filing of Chapter 11 Bankruptcy Case             | A bankruptcy case under Chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor(s) listed in this Notice, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to the confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.   |
| Legal Advice                                     | The staff of the bankruptcy clerk's office cannot give legal advice. Consult a lawyer to determine your rights in this case.  |
| Creditors Generally May Not Take Certain Actions | Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtor by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay.  |
| Meeting of Creditors                             | A meeting of creditors is scheduled for the date, time, and location listed in this Notice. <i>The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded under a later date without further notice. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the debtor has filed a plan for which the debtor solicited acceptances before filing the case.  |
| Claims   | A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this Notice, you can obtain one at any bankruptcy clerk's office or by downloading a Proof of Claim from the court's website at <a href="http://www.nvb.uscourts.gov">www.nvb.uscourts.gov</a> . You may look at the schedules that have been or will be filed at the bankruptcy clerk's office (or view electronically at <a href="http://www.nvb.uscourts.gov">www.nvb.uscourts.gov</a> and click on PACER). If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all, or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim by the "Deadline to File a Proof of Claim" found on this Notice or you might not be paid any money on your claim against the debtor in the bankruptcy case and may be unable to vote on a plan. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. <b>Filing Deadline for a Creditor with a Foreign Address:</b> The deadlines for filing claims set forth in this Notice apply to all creditors. If this Notice has been mailed to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline. |
| Discharge of Debts                               | Confirmation of chapter 11 plan may result in discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtor, except as provided for in the plan.  |

|   |                                 |  |
|---|---------------------------------|--|
| 1 | Bankruptcy Clerk's Office       | Unless otherwise noted, any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed in this Notice. You may inspect all papers filed, including the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office. |
| 4 | Creditor with a Foreign Address | Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.  |

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| UNITED STATES BANKRUPTCY COURT  |  | PROOF OF CLAIM     |
|---|--|--------------------|
| Name of Debtor:   | Case Number:   |                    |
| NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.   |  |                    |
| Name of Creditor (the person or other entity to whom the debtor owes money or property):  | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.   |                    |
| Name and address where notices should be sent:  | Court Claim Number: _____<br>(If known)  |                    |
| Telephone number:   | Filed on: _____  |                    |
| Name and address where payment should be sent (if different from above):  | <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  |                    |
| Telephone number:   | <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.   |                    |
| <b>1. Amount of Claim as of Date Case Filed:</b> \$ _____   | <b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</b>   |                    |
| If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.   | Specify the priority of the claim.   |                    |
| If all or part of your claim is entitled to priority, complete item 5.  | <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  |                    |
| <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.   | <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).  |                    |
| <b>2. Basis for Claim:</b> _____<br>(See instruction #2 on reverse side.)   | <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  |                    |
| <b>3. Last four digits of any number by which creditor identifies debtor:</b> _____   | <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).  |                    |
| <b>3a. Debtor may have scheduled account as:</b> _____<br>(See instruction #3a on reverse side.)  | <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).  |                    |
| <b>4. Secured Claim</b> (See instruction #4 on reverse side.)<br>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.   | <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(__).   |                    |
| Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other<br>Describe:<br><br>Value of Property:\$_____ Annual Interest Rate_____ %   | <b>Amount entitled to priority:</b> \$ _____   |                    |
| Amount of arrearage and other charges as of time case filed included in secured claim,<br>if any: \$_____ Basis for perfection: _____   |  |                    |
| Amount of Secured Claim: \$_____ Amount Unsecured: \$_____  |  |                    |
| <b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  |  |                    |
| <b>7. Documents:</b> Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) |  |                    |
| DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.   |  |                    |
| If the documents are not available, please explain:   |  |                    |
| Date: _____   | <b>Signature:</b> The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. | FOR COURT USE ONLY |

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

**Items to be completed in Proof of Claim form****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**4. Secured Claim:**

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a):**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

**Date and Signature:**

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS****INFORMATION****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

**Claim**

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. §506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) for a small fee to view your filed proof of claim.

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.